

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

**In re:**

**GRUPO AEROMÉXICO, S.A.B. de C.V., et  
al.,  
Debtors.<sup>1</sup>**

**Chapter 11**

**Case No. 20-11563 (SCC)**

**(Jointly Administered)**

**SUPPLEMENTAL DECLARATION OF JANE SULLIVAN ON BEHALF  
OF EPIQ CORPORATE RESTRUCTURING, LLC REGARDING VOTING  
AND TABULATION OF BALLOTS CAST ON THE DEBTORS' JOINT PLAN  
OF REORGANIZATION UNDER CHAPTER 11 OF THE BANKRUPTCY CODE**

I, Jane Sullivan, declare, under penalty of perjury:

1. I am Executive Vice President of Epiq Corporate Restructuring, LLC (“**Epiq**”) located at 777 Third Avenue, 12th Floor, New York, New York 10017. I am over the age of 18 years. I do not have a direct interest in these chapter 11 cases and should be considered an impartial party.

2. The *Declaration of Jane Sullivan on Behalf of Epiq Corporate Restructuring, LLC Regarding Voting and Tabulation of Ballots Cast on the Debtors' Joint Plan of Reorganization Under Chapter 11 of the Bankruptcy Code* was filed on December 11, 2022 [ECF No. 2464] (the “**Voting Declaration**”), which is incorporated herein by reference. I submit this supplemental declaration (the “**Supplemental Declaration**”) with respect to the *Debtors' Joint Plan of Reorganization under Chapter 11 of the Bankruptcy Code*, dated December 10, 2021 [ECF No.

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<sup>1</sup> The Debtors in these cases, along with each Debtor's registration number in the applicable jurisdiction, are as follows: Grupo Aeroméxico, S.A.B. de C.V.; Aerovías de México, S.A. de C.V. 108984; Aerolitoral, S.A. de C.V. 217315; Aerovías Empresa de Cargo, S.A. de C.V. 437094-1. The Debtors' corporate headquarters is located at Paseo de la Reforma No. 243, piso 25 Colonia Cuauhtémoc, Mexico City, C.P. 06500.

2293] (as amended, supplemented, or modified from time to time, the “**Plan**”).<sup>2</sup> Except as otherwise indicated herein, all facts set forth herein are based upon my personal knowledge or my review of relevant documents. I am authorized to submit this Supplemental Declaration on behalf of Epiq. If I were called upon to testify, I could and would testify competently as to the facts set forth herein.

3. A report showing the Ballots that were issued to holders of Claims that were eligible to vote is attached as **Exhibit A** hereto. As shown in Exhibit A, a total of 2,005 Ballots in the aggregate amount of \$2,504,060,535.48 were sent to eligible voters in the General Unsecured Claim and Convenience Claim Classes, and 341 Ballots were returned (with 319 Ballots in the aggregate amount of \$2,331,500,244.78 included in the tabulation).

4. Master Ballots were distributed in connection with the Senior Notes and the CEBURES.

(a) Master Ballots were distributed in connection with the Senior Notes to 26 banks, brokerage firms and their agents (the “**Nominees**”) for the Senior Notes. The Master Ballots received from the Nominees identified that 91 holders of Senior Notes (holding Senior Notes in the amount of \$320,779,000 in the aggregate) voted on the Plan. Of the 91 holders of Senior Notes that voted on the Plan, 90 voted to accept the Plan, and one voted to reject the Plan.

(b) Master Ballots were also distributed to the CEBURES Common Representative. The Master Ballots received from the CEBURES Common Representative identified 21 votes through Nominees on the Plan, each of which voted to accept the Plan (in the aggregate amount of \$35,886,529.91).

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<sup>2</sup> Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Voting Declaration, the Plan, or the Disclosure Statement Order (as defined in the Voting Declaration).

5. A report showing the number of parties that opted in to the Third-Party Releases is attached as **Exhibit B** hereto.

I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge, information, and belief.

DATED: January 12, 2022  
New York, New York

/s/ Jane Sullivan

Jane Sullivan  
Executive Vice President  
Epiq Corporate Restructuring, LLC

**EXHIBIT A**

**EXHIBIT A**

**Report of Amounts Solicited and Amounts Voted**

*General Unsecured Claims Eligible to Vote*

<b>Category</b>	<b>Number (%)</b>	<b>Amount (%)</b>
VOTED	157 (74.41%)	\$2,322,930,736.09 (94.76%)
UNVOTED	51 (24.17%)	\$122,937,631.11 (5.01%)
LATE	1 (0.47%)	\$1,631,406.21 (0.07%)
INVALID	2 (0.95%)	\$3,943,993.38 (0.16%)
<b>TOTAL</b>	<b>211 (100.00%)</b>	<b>\$2,451,443,766.79 (100.00%)</b>

*Convenience Claims Eligible to Vote*

<b>Category</b>	<b>Number (%)</b>	<b>Amount (%)</b>
VOTED	162 (9.03%)	\$8,569,508.69 (16.29%)
UNVOTED	1,613 (89.91%)	\$42,663,397.82 (81.08%)
LATE	9 (0.50%)	\$876,937.14 (1.67%)
INVALID	10 (0.56%)	\$506,925.04 (0.96%)
<b>TOTAL</b>	<b>1,794 (100.00%)</b>	<b>\$52,616,768.69 (100.00%)</b>

EXHIBIT A: REPORT OF AMOUNTS SOLICITED AND AMOUNTS VOTED

*Combined Chart of General Unsecured and Convenience Claims Eligible to Vote*

<b>Category</b>	<b>Number (%)</b>	<b>Amount (%)</b>
VOTED	319 (15.91%)	\$2,331,500,244.78 (93.11%)
UNVOTED	1,664 (82.99%)	\$165,601,028.93 (6.61%)
LATE	10 (0.50%)	\$2,508,343.35 0.10%)
INVALID	12 (0.60%)	\$4,450,918.42 (0.18%)
<b>TOTAL</b>	<b>2,005 (100.00%)</b>	<b>\$2,504,060,535.48 (100.00%)</b>

*Senior Notes 3(a) Claims Votes*

<b>Category</b>	<b>Number</b>	<b>Amount (%)</b>
VOTED	91	\$320,779,000 (80.19%)

*CEBURES 3(b) Claims Votes*

<b>Category</b>	<b>Number</b>	<b>Amount (%)</b>
VOTED	21	\$35,886,529.91 (76.17%)

**EXHIBIT B**

**EXHIBIT B**

**Number of Opt In Elections**

<b>Category</b>	<b>Number</b>	<b>Amount</b>
<b>GENERAL UNSECURED CLAIMS OPTING IN</b> <i>(includes filed Claims, Senior Notes, and CEBURES)</i>	116	\$1,093,049,188.39
<b>CONVENIENCE CLASS CLAIMS OPTING IN</b>	27	\$1,456,763.37
<b>TOTAL</b>	<b>143</b>	<b>\$1,094,505,951.76</b>